

OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ORIGINAL
ILLINOIS
COMMERCE COMMISSION

Jan 21 9 57 AM '00

Total Call International, Inc. :

Application for a Certificate
of Interexchange Service
Authority to Operate as a
Reseller of
Telecommunications Services
Within the State of Illinois

CHIEF CLERK'S OFFICE

: Docket No. 00-46

APPLICATION

Total Call International, Inc. ("Applicant" or "Total Call"), pursuant to Article XIII of the Illinois Public Utilities Act, makes this its Application to the Illinois Commerce Commission (the "Commission") for a Certificate of Interexchange Service Authority to operate as a reseller of interexchange telecommunications services within the State of Illinois. In support of its Application, Applicant provides the following information:

1. Applicant's legal name, address of its principal place of business, and phone number at its principal place of business are as follows:

Total Call International, Inc.
345 S. Figueroa Street, Suite M01
Los Angeles, CA 90071
(213) 437-0400

2. Any questions regarding this Application should be directed to:

Lance J.M. Steinhart, Esq.
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097
(770) 232-9200
(770) 232-9208

Notices, orders, and other papers may be served upon Applicant's above-named attorney and such service shall constitute service upon Applicant.

DESCRIPTION OF THE BUSINESS

3. Total Call is duly organized in good standing in the State of California. See Exhibit III attached hereto. Total Call has applied for authority to do business in the State of Illinois, and a copy of the certificate will be submitted as Exhibit IV to this application upon receipt.

4. Total Call is a reseller of interexchange telecommunications service. Total Call intends to provide its telecommunications services from points of origin within the State of Illinois to points of destination within the State of Illinois, other parts of the United States, and foreign countries. Total Call intends to market its telecommunications service primarily to residential customers and small to medium sized businesses.

5. Total Call initially will not construct any new facilities in the State of Illinois to implement the authority sought from the Commission in this Application.

6. Applicant submits the following exhibits in support of its Application:

Exhibit I:	Prefiled Direct Testimony of Mark Leafstedt, demonstrating Total Call's financial, managerial and technical ability to provide service.
------------	---

Exhibit II: Total Call's Financial Statements.
Exhibit III: Total Call's Certificate of Organization
Exhibit IV: Total Call's Certificate of Authority to
Transact Business in the State of
Illinois.

7. The information contained in this Application and the exhibits attached hereto fully describe Applicant's business and its ability to provide end users and customers within the State of Illinois with a viable and economical alternative telecommunications service.

**APPLICANT'S ARGUMENTS IN SUPPORT
OF ITS APPLICATION**

8. Applicant submits the following reasons in support of its belief that the public interest will be served by the approval of this Application:

(a) Applicant's proposed service will use existing telecommunications more efficiently.

(b) The principle of competition within the State of Illinois intrastate telecommunications market will bring the following long term benefits to Illinois end users:

- (i) high quality alternative telecommunications services;
- (ii) state-of-the-art telecommunications equipment;
- (iii) increased consumer choice in billing options;

- (iv) efficient use of existing telecommunications resources as well as increased diversification and increased reliability of the supply of the telecommunications services;
- (v) an additional source of tax revenue for the State of Illinois.

9. Applicant's provision of interMSA and intraMSA service to subscribing customers will facilitate the availability of credit card and third-party billing of long distance telephone calls. Not only will Applicant provide a useful service to the public, it will promote, through competition, the more efficient use of the long distance telephone network.

MISCELLANEOUS STATEMENTS

10. Through this Application and the exhibits attached hereto, Total Call demonstrates that it has the technical, managerial, and financial abilities and resources to provide interexchange telecommunications services within the State of Illinois for the benefit of the public.

11. Upon the Commission's granting of the Certificate of Interexchange Authority applied for in this Application, Applicant is prepared to file a tariff setting out the proposed services and charges offered within the State of Illinois by the Applicant.

12. Applicant hereby requests that the Commission consider this Application on an ex parte basis. Upon the request of the Commission, Applicant is prepared to answer questions or present additional testimony or other evidence about its services provided to telephone users within the State of Illinois.

13. Applicant is prepared to provide a copy of this Application to any potential competitor, governmental entity, or interested party requesting a copy, and to any persons that the Commission directs by order or by rule.

14. In the event that the Commission requires a hearing on this Application, Applicant requests interim authority to operate those services which are not contested.

15. Applicant also hereby requests that the Commission exempt it from the provisions of Articles I through XII of the Illinois Public Utilities Act and treat it as a competitive long distance carrier.

16. Applicant further specifically seeks waiver of the following provisions of the Illinois Administrative Code:

(a) 83 Administrative Code, Chapter I, Subchapter b, chapter a: Part 220, Reports of Accidents by Fixed Public Utilities Other than Pipelines Transporting Liquids;

(b) 83 Administrative Code, Chapter I, Subchapter b, chapter a: Part 240, Reports of Issuance and Sale or Disposal of Securities and the Application of Proceeds;

(c) 83 Administrative Code, Chapter I, Subchapter b, chapter a: Part 250, Public Utility Books and Accounts;

(d) 83 Administrative Code, Chapter I, Subchapter b,
chapter a: Part 285, except E-1, E-3 Standard Filing
Requirements for an Increase in Rates;

(e) 83 Administrative Code, Chapter I, Subchapter b,
chapter a: Part 305, Rules for Construction of electric power
and communication lines.

(f) 83 Administrative Code, Chapter I, Subchapter b,
chapter a: Part 315, Pole Attachment Rates, Terms and Conditions
Applicable to Cable Television Companies and Electric and
Telephone Public Utilities.;

(g) 83 Administrative Code, Chapter I, Subchapter f:
Part 710, Uniform System of Accounts for Telecommunications
Carriers;

(h) 83 Administrative Code, Chapter I, Subchapter f:
Part 720, 9-1-1 Implementation Reports.;

(i) 83 Administrative Code, Chapter I, Subchapter f:
Part 725, Standards of Service Available to 9-1-1 Emergency
Systems.;

(j) 83 Administrative Code, Chapter I, Subchapter f:
Part 730, Standards of Service for Telephone Utilities.;

(k) 83 Administrative Code, Chapter I, Subchapter f:
Part 735.70 (e) (d) Transferring Past Due Bills & Adjustments for
Service Interruptions.; and

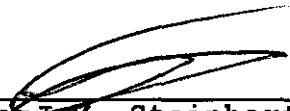
(l) 83 Administrative Code, Chapter I, Subchapter f:
Part 735.140, 180 Illness Provisions and Directories.

17. Applicant further requests the Commission's permission to keep its books and records in the State of California at its principal place of business.

WHEREFORE, Total Call International, Inc., prays that the Illinois Commerce Commission grant it a Certificate of Interexchange Service Authority to provide competitive telecommunications resale services within the State of Illinois.

Respectfully submitted this 20 day of July, 2000, at Springfield, Illinois.

Total Call International, Inc.

By: 
Lance J.M. Steinhart
Regulatory Counsel

VERIFICATION OF APPLICANT

I, Mark Leafstedt, am the President of Total Call International, Inc., the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

Mark Leafstedt
Mark Leafstedt

Mark Leafstedt

19th SWORN TO BEFORE ME, the undersigned Notary Public on this day of January, 2000.

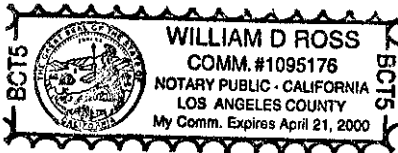
State of California
County of Los Angeles

Notary Public

William D Ross

Print or type name

William D Ross
My commission expires: 4-21-00



IL

LIST OF EXHIBITS

- Exhibit I: Prefiled Direct Testimony of Mark Leafstedt, demonstrating Total Call's financial and managerial ability to provide service.
- Exhibit II: Total Call's Financial Statements.
- Exhibit III: Total Call's Certificate of Organization
- Exhibit IV: Total Call's Certificate of Authority to Transact Business in the State of Illinois.

EXHIBIT I
STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
Total Call International, Inc. :

Application for a
Certificate of
Interexchange Service
Authority to

Operate as a Reseller of : Docket No. _____
Telecommunications Services :
Within the State of Illinois

PREFILED DIRECT TESTIMONY
OF
MARK LEAFSTEDT

1. Q. Please state your name and business address.
A. Mark Leafstedt, 345 S. Figueroa Street, Suite M01
Los Angeles, CA 90071.
2. Q. By whom are you employed, and what is your position?
A. I am the President of Total Call International, Inc.
3. Q. Please describe your management experience.
A. My management experience, as well as the other key
members of Total Call International, Inc.'s management
team is set forth on Exhibit A attached hereto.
4. Q. What is the purpose of your testimony?
A. The purpose of my testimony is to describe Total Call
International, Inc.'s business and to demonstrate Total
Call International, Inc.'s financial, technical and
managerial ability to provide high quality,
competitively priced, telecommunications services, and
to describe how Total Call International, Inc. will
provide its services to customers and end users within
the State of Illinois.

5. Q. Please describe Total Call International, Inc.'s business.

A. Total Call International, Inc. is a reseller of interexchange telecommunications services, and is requesting authority to provide such services from points of origin within the State of Illinois to points of destination within the State of Illinois. Total Call International, Inc. is currently providing prepaid calling card service and intends to provide other services, such as outbound 1+ and 1010XXX dialing, toll-free service and postpaid calling cards. Total Call International, Inc. intends to market its telecommunications service primarily to residential customers small to mid-sized business customers. Total Call International, Inc.'s prices for long distance service will be competitive with AT&T Communications of Illinois, Inc.'s prices.

6. Q. In what state is Total Call International, Inc. organized?

A. California. A copy of Total Call International, Inc.'s Certificate of Incorporation is attached as Exhibit III to Total Call International, Inc.'s Application.

1. Q. Is Total Call International, Inc. certified to do business in Illinois?
- A. No. Total Call International, Inc. has applied for such authority and will file a copy upon receipt of Total Call International, Inc.'s Certificate of Authority as Exhibit IV to Total Call International, Inc.'s Application.
8. Q. Describe Total Call International, Inc.'s financial ability to provide the proposed services.
- A. Copies of Total Call International, Inc.'s Balance Sheet as of October 31, 1999 and Income Statement for the five months ended October 31, 1999, are attached as Exhibit II to Total Call International, Inc.'s Application.

9. Q. Who are the officers of Total Call International, Inc.?
- A. The current officers of Total Call International, Inc. are as follows: Mark Leafstedt, President/Treasurer; Michael Prieto, Vice-President/COO/Secretary; and Larry Huang, Vice-President/Chief Technology Officer.
10. Q. Describe Total Call International, Inc.'s management team.
- A. Total Call International, Inc.'s management team is described in Exhibit A attached hereto.
- 11 Q. In your opinion, does Total Call International, Inc. have the financial and managerial resources necessary to provide the proposed telecommunications services in the State of Illinois?
- A. Yes. In my opinion, Total Call International, Inc. has the necessary financial and managerial resources to provide the proposed telecommunications services in the State of Illinois.

12. Q. What rates will Total Call International, Inc. charge for its services?
- A. The cost of long distance may depend upon the distance, duration, and/or time of day of the call. Total Call International, Inc. initially intends to charge a flat rate per minute for long distance calls. Total Call International, Inc. intends to price its services competitively with AT&T Communications of Illinois, Inc.'s rates for the same services.
13. Q. Does Total Call International, Inc. intend to file a tariff in Illinois?
- A. Yes. Total Call International, Inc. will file a tariff upon a grant of certification by the Illinois Commerce Commission.

14. Q. Would you describe the configuration of Total Call International, Inc.'s system and equipment.

A. Initially, Total Call International, Inc. will be a pure switchless reseller utilizing the equipment of and the services provided by a facilities based carrier. Originating calls from a customer are carried by the local exchange telephone company (LEC) to the LEC's end office or access tandem serving that customer. The LEC routes the calls to the underlying carrier for transmission. In the event that Total Call International, Inc. became a switched-based reseller, calls will then be routed from the LEC to Total Call International, Inc.'s switch through a Feature Group D access arrangement. The calls are then carried over leased facilities to the underlying carrier's switch. The switch routes the call to the point of termination. For call termination Total Call International, Inc. will initially rely upon the underlying carrier, and in the event that Total Call International, Inc. obtains a switch, call termination will rely upon the combined use of leased facilities (with Feature Group D access capability to the terminating LEC) and various virtual WATS products supplied by other interexchange carriers.

15. Q. When dialing out on a phone serviced by Total Call International, Inc., what number(s) does the end user dial in order to access Total Call International, Inc.?
- A. The end user will dial 1 + or 101XXXX + area code and number.
16. Q. How is the end user billed?
- A. For resold long distance telephone services, the end users will be billed directly by the company which will utilize "real-time" completed call detail information from our underlying carriers.
17. Q. How will Total Call International, Inc. handle emergency calls, including 911 calls?
- A. Since access to originating local exchange networks within the State of Illinois will be through Feature Group D interconnections, local calls, including emergency calls such as 911 call will be screened and handled by the LEC's network, not Total Call International, Inc.

18. Q. In your opinion, does Total Call International, Inc. have the technical ability and resources necessary to provide the proposed telecommunications services to customers in the State of Illinois?

A. Yes. In my opinion, Total Call International, Inc. has the necessary technical ability and resources to provide telecommunications service to customers within the State of Illinois.

19. Q. Are you familiar with the term slamming, and if so, what will your company do to prevent slamming?

A. Yes, I am familiar with the term and the meaning of slamming. Our company will take all necessary measures in order to prevent slamming, including attempting to get a signed letter of agency from all presubscribed customers prior to commencing service, and all marketing will be done in accordance with all applicable state and federal regulations.

20. Q. Please describe what services you intend to provide in the State of Illinois?

A. We intend to provide 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound service, travel cards, prepaid calling cards, and directory assistance. We do not intend to provide operator services.

21. A. Does company wish to keep its books and records at its principal place of business?

A. Yes.

22. Q. Does this conclude your testimony?

A. Yes.

EXHIBIT A
MANAGEMENT RESUMES

Executive Overview

Total Call International Inc. (TCI) is a start up company in formation that is serving the telecommunications industry, specifically the prepaid calling segment of the industry. TCI is in a unique position to generate significant market share of the industry 'because of a number of factors outlined below.

- The TCI team ---- The organizers and initial team of TCI are composed of a very experienced and extremely talented team that know the art of survival in the Prepaid Calling Card market place.
- TCI has an outstanding opportunity to enter the market place in partnership with one of the premier platforms in the prepaid industry.
- The industry is in a state of turmoil and confusion. TCI is in a unique position to capitalize on this state of the industry.

Executive Management

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mark E. Leafstedt	55	Co-Founder and President acting CFO
Michael Prieto	23	Co-Founder and Chief Operating Officer
Larry Huang	36	Chief Technical Officer
Kevin Kuach	35	Chief Switch Engineer

Mark E. Leafstedt, President and acting Chief Financial Officer (55).

Mr. Leafstedt has been the Company's President and Chief Financial Officer since 1999. Mr. Leafstedt oversees all aspects of the Company's management and planning and is responsible for the initial capitalization and the overall direction of the company. While at Cyberlight International Inc. from 1997 to 1999 Mr. Leafstedt was credited for implementing and upgrading the Company's financial reporting and cash management systems and was totally responsible for keeping the company alive during this period. From 1996 to 1997, Mr. Leafstedt, was the Vice President, Finance of EAS Inc., a computer maintenance and consulting services company. From 1994 to 1996, Mr. Leafstedt was the Vice President and Chief

Financial Officer at R. J. Gordon and Company, Inc., a company that provided credit card processing services to telecommunications, conference management, publishing and consulting service industries. From 1991 to 1994, Mr. Leafstedt was Vice President, Finance of American Interfile Inc., a provider of medical information to the insurance companies, state and federal agencies, law firms and other medical facilities. From 1982 to 1991, Mr. Leafstedt was employed by Electronic Conventions Management as Vice President - Finance and Administration, where he was responsible for all financial activities such as tax planning, risk management, MIS, pension plan administration, as well as the reporting to the board of directors for the trade show management company.

Mr. Leafstedt has served on a number of boards of directors and currently serves as chairman of the board of Total Call International.

Mr. Leafstedt received a BS degree in Business Administration, Accounting from California State University at Long Beach in 1967 and an MBA degree from the Graduate School of Business at Pepperdine University in 1973.

Michael Prieto. Chief Operating Officer (23). Mr. Prieto has been the Company's Chief Operating Officer since inception in 1999 and has the overall responsibility for the day today operations of the company. He directs the activities of the Sales Department, Operations Department, Switching Department as well as the Finance Department. Prior to the formation of TCI, Mr Prieto was the Director of Operations for Cyberlight International Inc from March of 1998 to June of 1999, and was responsible for all activities regarding the IS department as well as the billing system and customer service department. While at Cyberlight, Mr Prieto successfully developed the entire back office system on a real time basis. Based on his efforts, the company gained the ability to improve operating margins from a negative to a positive. From 1996 to 1998, Mr. Prieto was a programmer at Customized Worldwide Weather Insurance, a company that provided weather forecasting services. While there, Mr. Prieto was responsible for the design, maintenance and update of the corporate website, LAN systems and other office information automation systems. Prior to that, Mr. Prieto was an Information Systems Analyst at Kaiser Permanente Medical Center, where he designed and implemented health education 'center's database systems.

Mr. Prieto received a BS degree (summa cum laude) in Computer Science from the New York Institute of Technology in 1997.

Larry Huang, Chief Technical Officer (36).

Mr. Huang has served as the Chief Technical Officer since the inception of the company in 1999. Mr. Huang is very highly trained in all of the technical aspects of running a prepaid calling card operation and is responsible for the IS department as well as the very critical product pricing and analysis function. While at Cyberlight from 1988-1989 Mr. Huang was responsible for data analysis and computer operations, including the SQL server.

He has dual Master's degrees (Mathematics and an MBA) and has developed sophisticated pricing models that insure profitability for prepaid calling cards. He is extremely competent in all aspects of computer software.'

Mr. Kevin Quach, Director of Operations

Mr. Quach has served as the Director of Operations since the inception of the company in 1999. Mr Quach is very experienced in IS operations and is responsible for all network applications as well as the operation of the switches. While at Cyberlight Mr. Quach was responsible for the Local Area Network as well as the billing system.

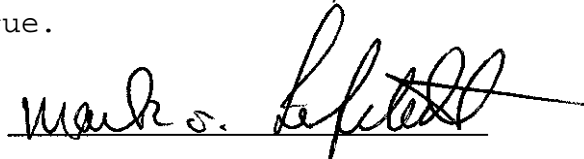
This 'senior team and their dedicated support staff have, the necessary ingredients to fully take advantage of the opportunities presently available in the prepaid calling card market place. The presentation of this opportunity will be fully developed in the following sections of this plan.

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

AFFIDAVIT


I, Mark Leafstedt, first being duly sworn upon oath depose and say that I am the President of Total Call International, Inc., the Applicant, and that I have read the above and foregoing prefiled testimony by me subscribed and know the contents thereof, which testimony was filed in support of Total Call International, Inc.'s Application for a Certificate of Interexchange Service Authority to Operate as a Reseller of Telecommunications Services within the State of Illinois; that said contents are true in substance and in fact, except as to matters stated upon information and belief, and as to those, I believe the same to be true.



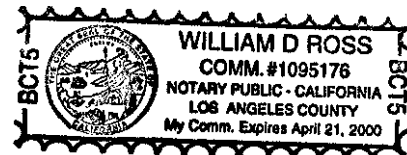
Mark Leafstedt
President

Sworn to and subscribed before me
this 19th day of January 2000.

Notary Public


William D Ross

My Commission Expires: 4-21-00



IR

Exhibit II: Total Call's Financial Statements
 See Attached

12/22/99

TCI Total Call International, Inc.
Profit and Loss
 June through October 1999

*certified
 correct
 present*

Jun - Oct '99

Ordinary Income/Expense

Income

4000 • Ani-Pins Sales	
4003 • Euro Plus +	50.54
4004 • Euro Plus	377,120.01
4005 • Great China Savings	399.81
4006 • Philippines Direct	36.68
4000 • Ani-Pins Sales • Other	317,372.20

Total 4000 • Ani-Pins Sales 694,979.24

4001 • Prepaid Phone Cards 416,387.81

Total Income 1,111,367.05

Cost of Goods Sold

5000 • Cost of Goods-Hello Vietnam	170,450.50
5001 • Carrier Cost	201,548.07
5002 • Carrier Cost-Ani-Pins	411,473.06
5003 • Agency Commission	64,585.15
5004 • Card Printing	17,099.26

Total COGS 865,156.04

Gross Profit 246,211.01

Expense

6111 • Advertising	4,444.52
6112 • Commission	2,995.80
6120 • Bank Service Charges	649.64
6121 • Credit Card-Discount	479.60
6150 • Depreciation Expense	1,811.45
6160 • Dues and Subscriptions	74.00
6171 • Lease Equipment	899.85
6180 Insurance	
6191 • Health Insurance	8,241.78
6192 • Gen. Liab & Worker's Com. Ins	2,995.68

Total 6180 Insurance 11,237.46

6230 Licenses and Permits 210.00

6231 Parking 2,233.67

6240 • Miscellaneous 701.19

6250 Postage and Delivery 10,233.77

6260 Printing and Reproduction 1,064.45

6270 • Professional Fees

6281 Designing Fee 2,450.00

6283 • Other Professional Services 1,727.51

Total 6270 • Professional Fees 4,177.51

6300 • Repairs

6310 • Building Repairs 594.00

6330 • Equipment Repairs 50.23

Total 6300 • Repairs 644.23

6340 • Telephone 7,141.92

6350 • Travel & Ent

6360 • Lodging 2,236.75

6370 • Meals 1,167.90

6380 • Transportation 4,642.20

Total 6350 • Travel & Ent 8,046.85

6500 • Office Supplies 7,500.56

6501 • Kitchen Supplies 309.58

6502 • Show Expense 5,463.10

6503 • Dues & Subscription 142.21

6504 • Collection Expense 820.17

6601 • Staff Payroll-Salaries 159,762.34

6602 • Payroll Tax Expense 14,114.68

6603 • Staff Payroll-Vacation 12,258.43

6604 Temporary Worker 162.00

12/22/99

TCI Total Call International, Inc.
Profit and Loss
June through October 1999

	<u>Jun - Oct '99</u>
Total Expense	<u>257,578.98</u>
Net Ordinary Income	-11,367.97
Other Income/Expense	
Other Income	
7030 - Other Income	<u>3,038.00</u>
Total Other Income	<u>3,038.00</u>
Net Other Income	<u>3,038.00</u>
Net Income	<u><u>-8,329.97</u></u>

12/22/99

TCI Total Call International, Inc.

Balance Sheet

As of October 31, 1999

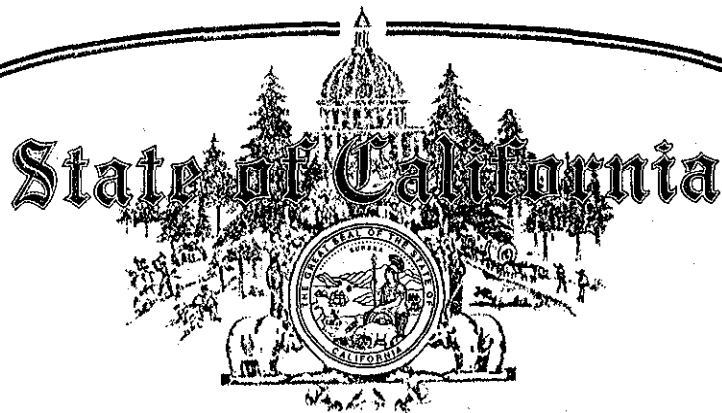
	Oct 31, '99
ASSETS	
Current Assets	
Checking/Savings	
1002 · Citibank-Operating	5,138.07
1003 · Cathay Bank-Operating	52,126.77
1004 · Cathay-Payroll	2,319.39
1010 · Cathay-Savings	7,500.00
1011 · Cathay-Commission	869.73
1020 · Petty Cash	237.27
Total Checking/Savings	68,191.23
Accounts Receivable	
1200 · Accounts Receivable	62,210.55
1201 · A/R Ani-Pins	
1203 · Euro Plus	202,807.21
1204 · Great China Savings	388.02
1207 · Philippines Direct	22.65
1208 · Euro Plus Plus	-14.06
Total 1201 · A/R Ani-Pins	203,203.82
Total Accounts Receivable	265,414.37
Other Current Assets	
1206 · Prepaid Insurance	4,152.12
1210 · Advance to ATS	11,490.00
Total Other Current Assets	15,642.12
Total Current Assets	349,247.72
Fixed Assets	
1300 · Fixed Asset	
1301 · Office Furniture	5,000.00
1302 · Computer Equipment	19,791.50
1303 · Office Equipment	757.79
Total 1300 Fixed Asset	25,549.29
1310 · Acc. Depreciation Fixed Asset	-1,811.45
Total Fixed Assets	23,737.84
Other Assets	
1130 · Deposits	
1131 · Deposit	22,231.00
Total 1130 · Deposits	22,231.00
Total Other Assets	22,231.00
TOTAL ASSETS	395,216.56
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 · Accounts Payable	119,553.82
Total Accounts Payable	119,553.82
Other Current Liabilities	
2002 · A/P-Accrued Expenses	2,400.00
2005 · Officer Loan-Payroll Mark	5,331.96
2006 · Officer Loan-Payroll Mike	4,663.20
2008 · Accrued Agency Commission	11,174.31
2009 · Accrued Carrier Cost	20,295.54
2010 · Accrued Cost Of Goods Sold	14,655.00
2100 · Deferred Revenue	85,336.74
2201 · Accrued Payroll	5,800.70
2202 · Accrued Vacation	12,258.43
2203 · Accrued Payroll Tax	2,765.12
2300 · Telecom Tax Payable	

12/22/99

TCI Total Call International, Inc.
Balance Sheet
As of October 31, 1999

	<u>Oct 31, '99</u>
2301 • 911 Surcharge	427.64
2302 • Federal Tax	23,738.10
2303 • Fed. Excise Tax	5,372.39
2304 • Local Tax	22,559.55
2305 • State Tax	39,189.03
Total 2300 • Telecom Tax Payable	<u>91,286.71</u>
2400 • Officer Loan-Mark	7,012.50
2401 Office Loan-Mike	7,012.50
2402 Officer Loan-Larry	5,000.00
2600 • Euro Plus-Deposit	500.00
Total Other Current Liabilities	<u>275,492.71</u>
Total Current Liabilities	395,046.53
Long Term Liabilities	
2500 • Due to Officer	8,500.00
Total Long Term Liabilities	<u>8,500.00</u>
Total Liabilities	403,546.53
Equity	
Net Income	-8,329.97
Total Equity	<u>-8,329.97</u>
TOTAL LIABILITIES & EQUITY	<u>395,216.56</u>

Exhibit III: Total Call's Certificate of Organization
See Attached

**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 6 1999

Bill Jones

Secretary of State

ARTICLES OF INCORPORATION
OF
TOTAL ~~CALL~~ INTERNATIONAL, INC.

I

The name of this corporation is Total Call International, Inc.

II

The purpose of the corporation is to engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

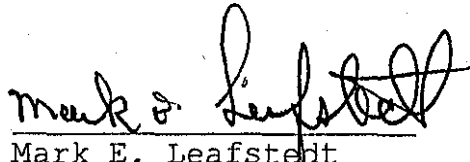
The name and address of the corporation's initial agent for the service of process in this state is:

Mark E. Leafstedt
403 N. Elena Avenue, Suite 3
Redondo Beach, CA 90277

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 1,000,000.

Dated: May 4, 1999


Mark E. Leafstedt
Incorporator

I declare that I am the person who executed the above Articles of Incorporation, and this instrument is my act and deed.

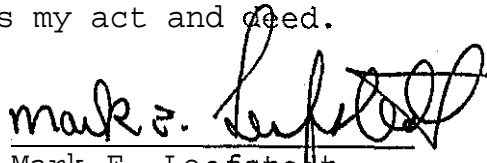

Mark E. Leafstedt
Incorporator'

Exhibit IV: Total Call's Certificate of Authority to
Transact Business in the State of
Illinois.

See Attached